

In re:
Midnight Madness Distilling LLC
Midnight Madness Distilling LLC
Debtors

Case No. 21-11750-mdc
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0313-2
Date Rcvd: Sep 02, 2021

User: admin
Form ID: pdf900

Page 1 of 2
Total Noticed: 1

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Sep 04, 2021:

Recip ID	Recipient Name and Address
db	Midnight Madness Distilling LLC, 118 N. Main Street, Trumbauersville, PA 18970

TOTAL: 1

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Sep 04, 2021

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on September 2, 2021 at the address(es) listed below:

Name	Email Address
ANTHONY ST. JOSEPH	on behalf of Creditor United States of America on behalf of Alcohol Tobacco, Tax and Trade Bureau anthony.stjoseph@usdoj.gov, mardella.suarez@usdoj.gov, CaseView.ECF@usdoj.gov
CAROL E. MOMJIAN	on behalf of Commonwealth of Pennsylvania Department of Revenue cmomjian@attorneygeneral.gov
EVERETT K. SHEINTOCH	on behalf of Creditor Tokyo Century (USA) Inc. esheintoch@sheintochlaw.com ssilenzi@sheintochtodd.com
EVERETT K. SHEINTOCH	on behalf of Creditor Isuzu Finance of America Inc. esheintoch@sheintochlaw.com, ssilenzi@sheintochtodd.com
HARRY J. GIACOMETTI	on behalf of Debtor Midnight Madness Distilling LLC harry.giacometti@flastergreenberg.com harry.giacometti@ecf.inforuptcy.com; jennifer.vagnozzi@flastergreenberg.com; giacometti.flastergreenberg@gmail.com; jeanne.valentino@flastergreenberg.com
HOWARD GERSHMAN	on behalf of Creditor PACCAR Financial Corp. hg229ecf@gmail.com 229ecf@glpoc.comcastbiz.net

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on behalf of Creditor BET Investments Kurtzman@kurtzmansteady.com

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mdolan@dilworthlaw.com;cchapman-tomlin@dilworthlaw.com

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mdolan@dilworthlaw.com;cchapman-tomlin@dilworthlaw.com

JENNIFER L. MALESKI

on behalf of Creditor Bancshares Realty LLC jmaleski@dilworthlaw.com,
mdolan@dilworthlaw.com;cchapman-tomlin@dilworthlaw.com

JOEL L. PERRELL

on behalf of Creditor Millstone Spirits Group LLC jperrell@MilesStockbridge.com

JULIE A. CALLSEN

on behalf of Creditor Berlin Packaging L.L.C. julie.callsen@tuckerellis.com,
brittany.falkner@tuckerellis.com;thomas.fawkes@tuckerellis.com

KEVIN P. CALLAHAN

on behalf of U.S. Trustee United States Trustee kevin.p.callahan@usdoj.gov

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MEGAN N. HARPER

on behalf of Creditor CITY OF PHILADELPHIA megan.harper@phila.gov karena.blaylock@phila.gov

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United States Trustee

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on behalf of Debtor Midnight Madness Distilling LLC william.burnett@flastergreenberg.com
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WILLIAM J. BURNETT

on behalf of Accountant Whisman Giordano & Associates LLC william.burnett@flastergreenberg.com,
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TOTAL: 20

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE:)	
)	
MIDNIGHT MADNESS)	Case No. 21-11750-MDC
DISTILLING LLC,)	
)	
Debtor.)	Chapter 11

**LIMITED OBJECTION OF TOKYO CENTURY (USA) INC. TO
DEBTOR'S MOTION TO SELL ASSETS**

Now comes Tokyo Century (USA) Inc. ("Tokyo Century"), a secured creditor of the Debtor, and for its Limited Objection to Debtor's Expedited Motion for Entry of an Order: (I) Approving the Sale or Sale of up to Substantially all of the Debtor's Assets, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures, Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof, (III) Scheduling Hearings for Such Relief and (IV) Granting Related Relief [Dkt. 4] respectfully states as follows:

1. Non-Party Isuzu Finance of America, Inc. ("Isuzu") and Midnight Madness Distilling LLC ("Debtor") entered into Secured Promissory Note LN129081 dated on or about May 24, 2019 ("Note LN129081") for the purpose of loaning funds necessary for Debtor to purchase certain equipment identified more specifically therein. A true and correct copy of Note LN129081 is attached hereto as **Exhibit 1**.
2. Tokyo Century entered into a purchase and assignment agreement with Isuzu wherein it purchased Note LN129081 from Isuzu and Isuzu assigned its interest in Note LN129081 to Tokyo Century. A true and correct copy of the Purchase of Loan Contract is attached hereto as **Exhibit 2**.
3. The property Debtor financed through Note LN129081 is: (1) 2019 Hino 195, VIN: JHHRDM2H3KK007602 (the "Collateral"). *See* Exhibit 1.

4. Tokyo Century holds a perfected first priority security interest in the Collateral. A true and correct copy of the Certificate of Title for a Vehicle is attached hereto as **Exhibit 3**.

5. Tokyo Century objects to the assignment of Note LN129081 unless the purchaser can demonstrate adequate assurance of future performance. Section 365(a) of the Bankruptcy Code provides, in relevant part, that a debtor in possession "subject to the court's approval, may assume or reject any executory contract or unexpired lease of the debtor." 11 U.S.C. § 365(a). Further, section 365(f) of the Bankruptcy Code provides that the "trustee may assign an executory contract . . . only if -- the trustee assumes such contract . . . and adequate assurance of future performance . . . is provided" 11 U.S.C. § 365(f)(2). The statutory requirement of "adequate assurance of future performance by the assignee" affords "needed protection to the non-debtor party because the assignment relieves the trustee and the bankruptcy estate from liability for breaches arising after the assignment. See Cinicola v. Scharffenberger, 248 F.3d 110, 120 (3d Cir. 2001); Carlisle Homes v. Azzari (In re Carlisle Homes, Inc.), 103 B.R. 524, 538 (Bankr. D.N.J. 1988) (recognizing section 365's attempt "to strike a balance between two sometimes competing interests, the right of the contracting non-debtor to get the performance it bargained for and the right of the debtor's creditors to get the benefit of the debtor's bargain) (quotation marks and alterations omitted).

6. Additionally, Tokyo Century objects to the assignment Note LN129081 unless the first priority security interest in favor of Tokyo Century on such Collateral remains after any such assignment in full force and effect with the same priority.

Dated 9/25, 2021

By:

/s/



Counsel for Tokyo Century (USA) Inc.

CERTIFICATE OF SERVICE

I hereby certify that on the 25th day of August 2021, the foregoing was electronically filed through CM/ECF and the following parties were served via the following methods on August 25 2021:

Via the Court's electronic notification system

- WILLIAM J. BURNETT william.burnett@flastergreenberg.com,
william.burnett@ecf.inforuptcy.com;jennifer.vagnozzi@flastergreenberg.com;jeanne.valentino@flastergreenberg.com
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- United States Trustee USTPRegion03.PH.ECF@usdoj.gov

Via First Class Mail

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/s/ 
Counsel for 20th Century (USA) INC.